

1 UNITED STATES OF AMERICA )

2 SS:

3 STATE OF ILLINOIS )

4

5 I, A. R. Umans, herein, having read the  
6 foregoing testimony of the pages of this deposition  
7 do certify it to be a true and correct transcript,  
8 subject to the corrections, if any, shown on the  
9 attached page.

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A.R. UMANS

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17

18 Subscribed and sworn to before me

19 this \_\_\_\_ day of \_\_\_\_, 19\_\_

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1 A P P E A R A N C E S O F C O U N S E L:

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3 FOR ADAMS COMMUNICATIONS CORPORATION:

4

5 Bechtel & Cole, Chartered

6 BY: Mr. Harry F. Cole

7 1901 L Street, N.W.

8 Suite 250

9 Washington, D.C. 20036

10 (202) 833-4190

11

12 FOR READING BROADCASTING, INC.:

13

14 Holland & Knight

15 BY: Thomas J. Hutton

16 2100 Pennsylvania Avenue, N.W.

17 Suite 400

18 Washington, D.C. 20037-3202

19 (202) 955-3000

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## 1 DEPOSITION EXHIBITS

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3 A.R. UMANS

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5 NUMBER DESCRIPTION IDENTIFIED

6 No. 1 letter - August 25, 1999 42

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## 1 C O N T E N T S

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3 WITNESS: A.R. UMANS

4 EXAMINATION BY: PAGE

5 Mr. Hutton 5

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1                           A.R. UMANS,  
2   having been first duly sworn, was examined and  
3   testified as follows:

4                           EXAMINATION

5   BY MR. HUTTON:

6           Q.   Mr. Umans, my name is Tom Hutton. I'm an  
7   attorney for Reading Broadcasting, Inc. in this  
8   case. I'm going to be asking you a series of  
9   questions. If you don't understand a question or  
10   don't hear me, please feel free to ask me to repeat  
11   the question or to rephrase the question as you see  
12   fit.

13                   We have a sequestration rule in effect in  
14   this case, and that means that after the deposition  
15   is ended, you are not to discuss the substance of  
16   your testimony in this deposition with any of the  
17   other people who are scheduled to be deposed in this  
18   case on behalf of Adams Communications; is that  
19   clear?

20           A.   Yes.

21           Q.   If Mr. Cole has an objection to one of my  
22   questions, wait for him to express his objection and

1 we'll argue back and forth, and once we've completed  
2 our little song and dance, we'll instruct you as to  
3 whether or not to answer the question.

4 If you feel the need to take a break -- and  
5 that goes for you also -- please just let us know and  
6 we'll take a break.

7 MR. COLE: Let the record reflect that the  
8 you also referred to madam reporter.

9 MR. HUTTON: Yes. It applies to you as  
10 well, Mr. Cole.

11 MR. COLE: Thank you, Mr. Hutton.

12 BY MR. HUTTON:

13 Q. With that introduction, will you state your  
14 name and address for the record.

15 A. My name is Al Umans, U-m-a-n-s. I use the  
16 initial A.R. Umans. My residence address is 132 East  
17 Delaware Place in Chicago.

18 Q. Mr. Umans, are you taking any medication  
19 that could affect your ability to recall past events  
20 or testify accurately as to past events?

21 A. No, I'm not.

22 Q. And where are you employed?

1           A.    In Melrose Park, Illinois, the firm name is  
2   RHC Spacemaster Corporation.  I'm chairman and CEO of  
3   that company.

4           Q.    What does that company do?

5           A.    We are manufacturers of store fixtures.

6           Q.    How long have you headed up that company?

7           A.    Thirty-three years.

8           Q.    Have you ever worked in the broadcast  
9   industry?

10          A.    I have not.

11          Q.    Have you ever been to Reading,  
12   Pennsylvania?

13          A.    Forty years ago overnight, I think.

14          Q.    What was the purpose of your visit there?

15          A.    Social.

16          Q.    Any other times?

17          A.    No.

18          Q.    Do you have any familiarity with the  
19   programming or operations of television station WTVE,  
20   Channel 51 in Reading, Pennsylvania?

21          A.    I do not.

22          Q.    Do you have any knowledge of the television

1 stations that WTVE competes against?

2 A. No.

3 Q. Have you ever been involved in any civic  
4 activities in or around the Reading area?

5 A. No, other than national contributions to  
6 firms that do operate in the Reading area, not  
7 charities rather, that must function in Reading, as  
8 well as the rest of the country.

9 Q. Can you give me an example of that?

10 A. Jewish United Fund, American Red Cross,  
11 charities that may also function in that area, but --

12 Q. Do you recall participating in any  
13 activities of any of those organizations that related  
14 to specifically Reading or to Pennsylvania?

15 A. No, I do not.

16 Q. What is your ownership interest in Adams  
17 Communications Company?

18 A. I have a 9 percent equity interest, I  
19 believe.

20 Q. Are you an officer of the company?

21 A. I am vice president of the company.

22 Q. Are you a director of the company?



1 A. Yes.

2 Q. Have you ever engaged in discussions with  
3 anyone else about the proposed programming of the  
4 station if the Adams Communications application is  
5 granted?

6 A. Only internally within our group, with  
7 Howard Gilbert and Robert Haag.

8 Q. What has been the nature of those  
9 discussions?

10 A. That it was our intention as Adams to have  
11 the station broadcast as a Spanish language station.

12 Q. When did those discussions take place?

13 A. I believe at the onset of our application  
14 dating back to 1994, '95.

15 Q. Who brought the subject up?

16 A. I don't know.

17 Q. Did you discuss it with them separately or  
18 as a group?

19 A. I believe together as a group.

20 Q. Would that have been with the other  
21 principals of Adams Communications?

22 A. I don't recall. I only recall discussing

1 it with Mr. Haag and Mr. Gilbert. No one else.

2 Q. Why was there an interest in engaging in  
3 Spanish language programming?

4 A. We believed that the area did not have a  
5 Spanish language television station at the time, and  
6 it was the opportunity to do that and to service the  
7 Spanish speaking population of the area.

8 Q. What percentage of the population in that  
9 area to the best of your knowledge is Hispanic?

10 A. I do not know a percentage.

11 Q. Do you have any rough estimate?

12 A. I do not.

13 Q. Do you know if it's greater than 5 percent?

14 A. I have no knowledge of the percentage of  
15 the Spanish population.

16 Q. If you have no knowledge of the percentage  
17 of Hispanic population, why was it a matter of  
18 interest that the station provide programming to that  
19 population?

20 A. Without my knowing the specifics, we -- the  
21 group felt there was a need and an opportunity for a  
22 Spanish language station. Probably that research had

1    been done, but not by me.  I went along with the  
2    view.

3           Q.    Have you engaged in discussions with anyone  
4    about the proposed management of the station if the  
5    Adams Communications application is granted?

6           A.    I do not know whether we have addressed  
7    that yet who would be designated to manage the  
8    station.

9           Q.    Well, my question was a little different,  
10   and that's simply have you engaged in any discussion  
11   with anyone else on that subject?

12          A.    Not that I can recall.

13          Q.    Have you engaged in discussions with anyone  
14   about potential ownership changes in Adams  
15   Communications?

16          A.    No.

17          Q.    Have you engaged in discussions with anyone  
18   about the potential sale of the FCC authorization if  
19   the authorization is awarded to Adams Communications?

20          A.    No.

21          Q.    Have you engaged in discussions with anyone  
22   about the possibility of Adams Communications

1 dismissing its application in exchange for a payment  
2 of money or other consideration?

3 A. No.

4 Q. I'm going to ask you a series of questions  
5 about media interests, and by that I mean any  
6 ownership interest or position as an officer,  
7 director or trustee of any organization that engages  
8 in mass communications such as broadcasting, cable  
9 television, satellite distribution or publication of  
10 any type. Are you -- let's put aside any ownership  
11 interest of less than 1 percent in publicly traded  
12 companies. Do you presently have any ownership  
13 interest in any company or organization that owns or  
14 operates a mass communications outlet?

15 A. I have a small interest in a company that  
16 owns two radio stations.

17 Q. What company is that?

18 A. I'm sorry. I don't even recall the name of  
19 the group. I believe it's called JMB Media, but I'm  
20 not certain.

21 Q. Who are the co-owners of that company?

22 A. I do not know the name of all of the

1 principals of that corporation because I have a very  
2 small percentage of that. I know some owners.

3 Q. Can you tell me the ones you recall.

4 A. Richard J. Driehaus, Nick Agliata, Robert  
5 Moyer, M-o-y-e-r, Diane Wallace. Those are the only  
6 people whose names I know or I can recall.

7 Q. That's fine. Where are those stations  
8 located?

9 A. Peoria, Illinois.

10 Q. To the best of your recollection, what is  
11 the size of your ownership interest?

12 A. Four percent.

13 Q. Are you an officer or director of JMB  
14 Communications?

15 A. No.

16 Q. Apart from that interest in JMB  
17 Communications, do you have any other ownership  
18 interest in any company that owns or operates a mass  
19 communications outlet?

20 A. I do not.

21 Q. Are you an officer or director of any such  
22 company?

1 A. No.

2 Q. Can you describe for me the circumstances  
3 leading up to your acquiring an ownership interest in  
4 Adams Communications?

5 A. I was invited into the group by Howard  
6 Gilbert who is a personal friend and an attorney, my  
7 attorney for over 30 years.

8 Q. Approximately when did that discussion take  
9 place?

10 A. Sometime in 1994, I believe. I don't know  
11 any more specifically than that.

12 Q. How did Mr. Gilbert describe the situation  
13 to you?

14 A. I don't recall the specifics of his  
15 description.

16 Q. Do you recall if he indicated why he was  
17 interested in filing an application against the  
18 licensee of Channel 51 in Reading?

19 A. No.

20 Q. Do you recall if he told you that other  
21 people had already agreed to be involved?

22 A. He may have said that at the time. He may

1 have indicated that there was a group in formation.

2 Q. Did he indicate any names to you?

3 A. Robert Haag.

4 Q. Anybody else?

5 A. Not to my knowledge at that time.

6 Q. Do you recall if Mr. Haag brought this  
7 matter to Mr. Gilbert's attention or vice versa?

8 A. I don't know.

9 Q. What was your response to Mr. Gilbert at  
10 that time?

11 A. I indicated a willingness to be a  
12 participant in the group.

13 Q. And do you recall if he said anything about  
14 why this was a good opportunity for the group?

15 A. I do not recall. My own recollection is  
16 his indication that it would be a good opportunity.

17 Q. Do you recall any discussion as to the  
18 possibility of filing a competing application against  
19 any other station besides Channel 51 in Reading?

20 A. No.

21 Q. Was your percentage ownership interest  
22 discussed in this conversation with Mr. Gilbert?

1 A. Yes.

2 Q. Did he offer you a specific percentage or  
3 did you negotiate it with him?

4 A. We discussed the fact that it would be  
5 approximately 10 percent and I saw a 10 percent  
6 participation and asked for that.

7 Q. Had he mentioned a specific figure to you?

8 A. We were -- I asked to what degree he would  
9 anticipate I would be a participant, and we simply  
10 were discussing the range, and it was in the 10  
11 percent range, and it ended up, as I said earlier, as  
12 9 percent.

13 Q. Did he discuss with you what his percentage  
14 interest would be?

15 A. Not that I can recall at that time.

16 Q. Did he discuss with you what Mr. Haag's  
17 interest would be?

18 A. Not specifically.

19 Q. Did he give you any indication that the two  
20 of them would hold a greater interest than other  
21 members of the group?

22 A. I believe I understood at that time that



1 Robert Haag would have a larger interest than I would  
2 have, but the specific percentages were not  
3 discussed.

4 Q. What was that understanding based on?

5 A. To a degree on previous businesses that we  
6 had been participants in.

7 Q. What were those businesses?

8 A. Many years ago we were in a book publishing  
9 business together, and we had discussed other  
10 businesses, and Bob's financial strengths led him to  
11 be the lead participant in these groups.

12 Q. Besides the book publishing business, do  
13 you specifically recall any other businesses in which  
14 you were a co-investor with Mr. Haag?

15 A. I do not.

16 Q. I would like to refer you to a copy of the  
17 Adams Communications application as originally filed  
18 with the FCC. It's been identified as Fickinger  
19 Exhibit 1, and I would like to turn to Page 3 of that  
20 application. In the middle of that page there's a  
21 reference to the incorporation of Adams  
22 Communications on November 23, 1993 in Boston,

1 Massachusetts. Do you recall why Boston,  
2 Massachusetts was selected as the place of  
3 incorporation?

4 A. No.

5 Q. Do you recall any discussion about the  
6 possibility of filing a competing application against  
7 any station located in or near Boston, Massachusetts?

8 A. I believe there was some discussion that I  
9 never got into much detail about looking for an -- or  
10 looking at a station in the New England area. I  
11 don't know where that station was. I never got very  
12 far into the discussion.

13 Q. Who was that discussion held with?

14 A. Howard Gilbert.

15 Q. Do you recall why that station was the  
16 subject of attention?

17 MR. COLE: Just if I may, general point of  
18 clarification, which station?

19 MR. HUTTON: The station in the New  
20 England area.

21 THE WITNESS: Would you repeat the  
22 question.

1 BY MR. HUTTON:

2 Q. Do you recall why that station was the  
3 subject of attention?

4 A. No, I do not.

5 Q. I would like you to turn now to the  
6 ownership list that appears in the next several  
7 pages, did Mr. Gilbert indicate that Mr. Fickinger  
8 would be a participant in this group?

9 A. At some point.

10 Q. At some point he said that?

11 A. Yes.

12 Q. Not necessarily in the initial discussion  
13 he had with you?

14 A. Not that I recall.

15 Q. Do you recall when you learned that  
16 Mr. Fickinger would become part of the group?

17 A. No, at some point subsequent to the first  
18 discussion.

19 Q. Was it -- let me back up. Before the Adams  
20 Communications application was filed, did you learn  
21 who the participants in the group would be?

22 A. I don't know exactly when the application

1 was filed, and I don't know if I knew prior to that  
2 date or after that date, I can't relate it to a  
3 specific date of the filing.

4 Q. Page 1 of the document in front of you  
5 suggests that it was filed on or about June 30th,  
6 1994, if that helps.

7 A. Yes. I mean it helps me to know the date  
8 of the filing, but I don't know when I learned who  
9 all the partners or participants would be in the  
10 venture.

11 Q. Was there ever a face-to-face meeting  
12 amongst the principals of Adams Communications, Inc.?

13 A. I do not recall a meeting with all of the  
14 principals in attendance.

15 Q. Do you recall any meetings with three or  
16 more of the participants in attendance?

17 A. I'm not certain. There may have been a  
18 face-to-face meeting in which I participated, Bob  
19 Haag, Howard Gilbert and Wayne Fickinger, but I don't  
20 recall the specifics of the meeting or who else might  
21 have been there that was in the group.

22 Q. Do you recall approximately when that took

1 place?

2 A. No.

3 Q. Any idea as to whether it was before the  
4 application was filed or after?

5 A. No.

6 Q. Had you known Mr. Fickinger previously?

7 A. Yes.

8 Q. How long had you known him?

9 A. Ten years.

10 Q. How did you come to know him?

11 A. I was introduced either by Bob Haag or  
12 Howard Gilbert, I don't recall.

13 Q. Was that a social meeting or a business  
14 meeting?

15 A. I don't recall the circumstances of the  
16 first meeting. I met Wayne when he was in the  
17 advertising business. He was president of J. Walter  
18 Thompson at the time.

19 Q. Turning the page, the next principal to  
20 appear is Mr. Steinfeld, when did you learn  
21 Mr. Steinfeld would be part of Adams Communications?

22 A. I don't recall the date I learned.

1 Q. Do you have any sense of whether it was  
2 before the application was filed or after?

3 A. No.

4 Q. Do you recall any discussion as to what his  
5 ownership interest would be?

6 A. No.

7 Q. And had you known Mr. Steinfeld prior to  
8 the formation of Adams Communications Corporation?

9 A. Socially to a degree.

10 Q. Had you ever been an investigator with  
11 Mr. Steinfeld in any other businesses?

12 A. Only in Monroe Communications.

13 Q. The next person is Mr. Leibovitz, when did  
14 you come to learn that Mr. Leibovitz would be part of  
15 Adams Communications, Inc.?

16 A. I don't know the date.

17 Q. Approximately when did you learn who your  
18 co-owners in the company were going to be?

19 A. As I said earlier, I learned that sometime  
20 during 1994 when the group was put together, but I  
21 don't know the dates.

22 Q. Had you known Mr. Leibovitz previously?

1 A. Slightly.

2 Q. Had you been a co-investor with him in any  
3 other businesses?

4 A. I believe he too was in Monroe  
5 Communications.

6 Q. The next person is Mr. Hill, do you recall  
7 whether you knew Mr. Hill prior to the formation of  
8 Adams Communications Corporation?

9 A. Slightly.

10 Q. How did you come to know him?

11 A. I'm not certain, but I believe he too was  
12 an owner of Monroe Communications. Chicago Bear  
13 football player, knew of him.

14 Q. How about Mrs. Woron, do you know if you  
15 knew her before the formation of Adams Communications  
16 Corporation?

17 A. I did not.

18 Q. Have you ever met her?

19 A. No.

20 Q. Have you ever talked to her?

21 A. Yes.

22 Q. In what connection?

1           A.     Just on the phone socially.

2           Q.     Have you ever been a co-investor with her  
3     in any other businesses?

4           A.     No.

5           Q.     Do you know the circumstances in which she  
6     came to be part of Adams Communications Company?

7           A.     No.

8           Q.     How about Mr. Podolsky, did you know him  
9     before the formation of Adams Communications  
10    Corporation?

11          A.     Slightly, socially.

12          Q.     Had you been a co-investor with him in any  
13    other businesses previously?

14          A.     To the best of my recollection, he too was  
15    an investor in Monroe Communications.

16          Q.     Any other businesses with him?

17          A.     None.

18          Q.     Turning to Page 30 in the application form,  
19    confusingly enough it appears after Page 9, do you  
20    see a reference to Steve Lubas of Conestoga Telephone  
21    and Telegraph Company?

22          A.     Yes.



1           Q.    Have you ever had any contact with  
2   Mr. Lubas?

3           A.    No.

4           Q.    Did you play any role in selecting the  
5   proposed transmitter site specified in the Adams  
6   Communications application?

7           A.    No.

8           Q.    Were you involved in any discussions with  
9   respect to the proposed transmitter site?

10          A.    No.   Excuse me.

11          Q.    Yeah.

12                   (Whereupon, discussion was had  
13                   between Mr. Cole and the witness.)

14                  THE WITNESS:   I want to -- I would like to  
15   amend what I just said, I did discuss with Howard  
16   Gilbert the fact that we were seeking an antenna  
17   site, but just in general terms.

18   BY MR. HUTTON:

19          Q.    Did he ever advise you that a site had been  
20   located?

21          A.    I believe he did after the transaction was  
22   consummated for the site.